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BellSouth Telecommunications, Inc

333 Commerce Street
Suite 2101
Nashville, TN 37201-3300

guy.hicks@bellsouth.com

T.R.A. DOCKET ROOM

Guy M Hicks
General Counsel

615 214 6301
Fax 615 214 7406

November 1, 2004

VIA HAND DELIVERY

Hon. Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and Excel Telecommunications, Inc Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No 04-00383

Dear Chairman Miller

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Memphis Network, LLC and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated June 22, 2003. The Amendment amends Section 13 of the General Terms and Conditions of the Agreement concerning the adoption of agreements.

Thank you for your attention to this matter.

Sincerely yours,

Guy M Hicks

cc Travis Galt, Excel Telecommunications, Inc.
Michael G Hoffman, Excel Telecommunications, Inc

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Excel Telecommunications, Inc Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND EXCEL TELECOMMUNICATIONS, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Excel Telecommunications, Inc. ("Excel") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated June 22, 2003 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Excel and BellSouth state the following:

1. Excel and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Excel. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on August 4, 2003.

2. The parties have recently negotiated an Amendment to the Agreement which amends Section 13 of the General Terms and Conditions of the Agreement concerning the adoption of agreements. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Excel and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and Excel within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Excel and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to 47 USC Section 252(i) and 47 C.F.R. Section 51.809, BellSouth shall make available the entire Interconnection Agreement filed and approved pursuant to 47 USC Section 252.

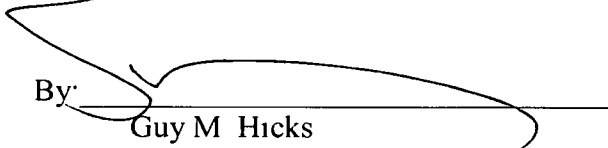
Excel and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 28 day of Nov, 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By:


Guy M Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300

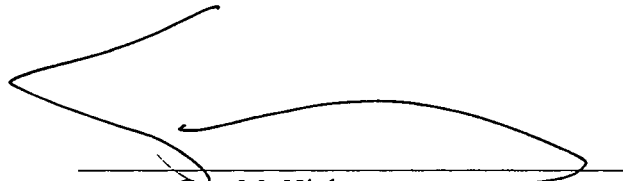
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 15th day of Nov., 2004:

Travis Galt
Excel Telecommunications, Inc.
LEC Services
1600 Viceroy Drive
Dallas, TX 75235

Michael G. Hoffman
Chief Legal Officer
Excel Telecommunications, Inc
1600 Viceroy Drive
Dallas, TX 74235



Guy M. Hicks

**Amendment to the Agreement
Between
Excel Telecommunications, Inc.
and
BellSouth Telecommunications, Inc.
Dated 6/22/2003**

Pursuant to this Amendment, (the "Amendment"), Excel Telecommunications, Inc., and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated 6/22/2003 ("Agreement") to be effective after the date of the last signature executing the Amendment ("Effective Date")

WHEREAS, BellSouth and Excel entered into the Agreement on 6/22/2003, and,

WHEREAS, BellSouth and Excel are amending the Adoption of Agreements provision of the Agreement pursuant to the FCC's Second Report and Order, WC Docket No 01-338, issued on July 13, 2004,

NOW, THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows

- 1 The Parties agree to delete Section 13 of the General Terms and Conditions and replace it with the following
 - 13 Pursuant to 47 USC § 252(i) and 47 C F R § 51.809, BellSouth shall make available to Excel any entire interconnection agreement filed and approved pursuant to 47 USC § 252. The adopted agreement shall apply to the same states as the agreement that was adopted, and the term of the adopted agreement shall expire on the same date as set forth in the agreement that was adopted
- 2 All of the other provisions of the Agreement dated 6/22/2003 shall remain unchanged and in full force and effect.
- 3 Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996

Pick and Choose Amendment
Signature Page

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below.

BellSouth Telecommunications, Inc.

By Kristen E. Lowe
Name: Kristen E Lowe
Title: Director
Date: 10/3/04

Excel Telecommunications, Inc.

By: J. Travis Galt
Name: J. Travis Galt
Title: Senior Director
Date: 9/28/04